

WZZ951	GX	Yes
WZZ960	GX	Yes
WPZI661	YX	Yes
WPZI663	YX	Yes
WPZI664	YX	Yes
WPZI665	YX	Yes
WPZI667	YX	Yes
WPZI668	YX	Yes
WPZI669	YX	Yes
WPZI671	YX	Yes
WPZI673	YX	Yes
WPZI850	YX	Yes
WPZI851	YX	Yes
WPZJ407	YX	Yes
WPZJ409	YX	Yes
WPZJ411	YX	Yes
WPZJ413	YX	Yes
WPZT540	YX	Yes
WPZT557	YX	Yes
WPZT560	YX	Yes
WPZT597	YX	Yes
WPZT873	YX	Yes
WPZU267	YX	Yes
WPZU431	YX	Yes
WPZU480	YX	Yes
WPZU482	YX	Yes
WPZU483	YX	Yes
WPZU487	YX	Yes
WPZU496	YX	Yes
WPZU508	YX	Yes
WPZU511	YX	Yes
WPZU513	YX	Yes
WPZU515	YX	Yes
WPZU516	YX	Yes
WPZU517	YX	Yes
WPZU606	YX	Yes
WPZU607	YX	Yes
WPZU608	YX	Yes

WPZU610	YX	Yes
WPZU611	YX	Yes
WPZU612	YX	Yes
WPZU614	YX	Yes
WPZU616	YX	Yes
WPZU618	YX	Yes
WPZU620	YX	Yes
WPZU623	YX	Yes
WPZU630	YX	Yes
WPZU632	YX	Yes
WPZU644	YX	Yes
WPZU647	YX	Yes
WPZU650	YX	Yes
WPZU652	YX	Yes
WPZU653	YX	Yes
WPZU654	YX	Yes
WPZU656	YX	Yes
WPZU658	YX	Yes
WPZU664	YX	Yes
WPZU697	YX	Yes
WPZU698	YX	Yes
WPZU700	YX	Yes
WPZU708	YX	Yes
WPZU712	YX	Yes
WPZU713	YX	Yes
WPZU714	YX	Yes
WPZU812	YX	Yes
WPZU815	YX	Yes
WPZU817	YX	Yes
WPZU818	YX	Yes
WPZU822	YX	Yes
WPZV513	YX	Yes
WPZV514	YX	Yes
WPZV516	YX	Yes
WPZV517	YX	Yes
WPZV519	YX	Yes
WPZV522	YX	Yes
WPZV525	YX	Yes

WPZV526	YX
WPZV530	YX
WPZV532	YX
WPZV540	YX
WPZV543	YX
WPZV546	YX
WPZV560	YX
WPZV562	YX
WPZV563	YX
WPZV564	YX
WPZV565	YX
WPZV567	YX
WPZV569	YX
WPZV570	YX
WPZV572	YX
WPZV573	YX
WPZV575	YX
WPZV578	YX
WPZV825	YX
WPZV829	YX
WPZV833	YX
WPZV834	YX
WPZV840	YX
WPZV846	YX
WPZV848	YX
WPZV850	YX
WPZV851	YX
WPZV883	YX
WPZV884	YX
WPZV905	YX
WPZV907	YX
WPZV908	YX
WPZV942	YX
WPZV945	YX
WPZV946	YX
WPZV954	YX
WPZV964	YX
WPZV965	YX

[illegible]

WPZW947	YX	Yes
WPZX546	YX	Yes
WPZX598	YX	Yes
WPZX599	YX	Yes
WPZX809	YX	Yes
WPZX811	YX	Yes
WPZX827	YX	Yes
WPZX842	YX	Yes
WPZX855	YX	Yes
WPZX868	YX	Yes
WPZX869	YX	Yes
WPZX870	YX	Yes
WPZX871	YX	Yes
WPZX873	YX	Yes
WPZX875	YX	Yes
WPZX879	YX	Yes
WPZX969	YX	Yes
WPZX970	YX	Yes
WPZX971	YX	Yes
WPZX980	YX	Yes
WPZX986	YX	Yes
WPZX991	YX	Yes
WPZX996	YX	Yes
WPZX999	YX	Yes
WPZY201	YX	Yes
WPZY206	YX	Yes
WPZY208	YX	Yes
WPZY212	YX	Yes
WPZY215	YX	Yes
WPZY217	YX	Yes
WPZY224	YX	Yes
WPZY226	YX	Yes
WPZY289	YX	Yes
WPZY453	YX	Yes
WPZY494	YX	Yes
WPZY497	YX	Yes
WPZY498	YX	Yes
WPZY499	YX	Yes

WPZY997	YX	Yes
WPZZ440	YX	Yes
WPZZ443	YX	Yes
WPZZ444	YX	Yes
WPZZ518	YX	Yes
WPZZ520	YX	Yes
WPZZ533	YX	Yes
WPZZ545	YX	Yes
WPZZ563	YX	Yes
WPZZ564	YX	Yes
WQA567	YX	Yes
WQA640	YX	Yes
WQAA273	YX	Yes
WQAA283	YX	Yes
WQAB852	YX	Yes
WQAB854	YX	Yes
WQAB858	YX	Yes
WQAB859	YX	Yes
WQAC228	YX	Yes
WQAC229	YX	Yes
WQAC232	YX	Yes
WQAC234	YX	Yes
WQAC241	YX	Yes
WQAC243	YX	Yes
WQAC246	YX	Yes
WQAC895	YX	Yes
WQAC988	YX	Yes
WQAC998	YX	Yes
WQAC999	YX	Yes
WQAD618	YX	Yes
WQAD682	YX	Yes
WQAD683	YX	Yes
WQAD684	YX	Yes
WQAE332	YX	Yes
WQAE334	YX	Yes
WQAE336	YX	Yes
WQAE338	YX	Yes
WQAE881	YX	Yes

WQAE897	YX
WQAE903	YX
WQAE908	YX
WQAF241	YX
WQAF244	YX
WQAF352	YX
WQAF357	YX
WQAF360	YX
WQAF361	YX
WQAF362	YX
WQAF406	YX
WQAG476	YX
WQAG501	YX
WQAG512	YX
WQAG513	YX
WQAG517	YX
WQAG518	YX
WQAG520	YX
WQAG523	YX
WQAG527	YX
WQAG529	YX
WQAG533	YX
WQAG534	YX
WQAG537	YX
WQAG539	YX
WQAG544	YX
WQAG557	YX
WQAG558	YX
WQAG559	YX
WQAG560	YX
WQAG561	YX
WQAG570	YX
WQAG573	YX
WQAG583	YX
WQAG584	YX
WQAG586	YX
WQAG587	YX
WQAG589	YX

[illegible]

[illegible]

[illegible]

WZU988

YX

Yes

**FCC Form 603
Schedule A****Schedule for Assignments of Authorization
and Transfers of Control in Auctioned Services**Approved by OMB
3060 - 0800
See instructions for public
burden estimate**Assignments of Authorization****1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)

Year 2 Gross Revenues

Year 3 Gross Revenues

Total Assets:

3) Certification Statements**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	02/08/05	EXHIBIT 1 REFERENCE TO PUBLIC INTEREST STATEMENT	0179939650011482155918487.pdf
Other	02/08/05	EXHIBIT 2 RESPONSE TO QUESTION 80	0179939660011482155918487.pdf

Exhibit 1

Public Interest

Please refer to the public interest statement attached to the Transfer of Control Lead Application, under File Number 0002031766.

**FCC Form 603, Main Form, Question No. 80 –
Is the Applicant Exempt From FCC Regulatory Fees?**

The licenses that are the subject of this application are regulated under the rules pertaining to the Commercial Mobile Radio Service ("CMRS"). Pursuant to 47 C.F.R. § 1.1152, CMRS licensees pay a regulatory fee based on the number of telephone numbers or mobile unit counts in operation as of December 31 each year. Accordingly, submission of a Regulatory Fee is not required with this application.

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
		File Number: 0002040078

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10) FCC Registration Number (FRN): 0004555728			
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): NEXTEL LICENSE HOLDINGS 5, INC.			
13) Attention To: ROBIN J. COHEN			
14) P.O. Box:	And / Or	15) Street Address: 2001 EDMUND HALLEY DRIVE	
16) City: RESTON	17) State: VA	18) Zip Code: 20191	
19) Telephone Number: (703)433-4000		20) FAX Number: (703)433-4035	
21) E-Mail Address:			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN): 0003769890			
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): NEXTEL COMMUNICATIONS, INC.			
26) P.O. Box:	And / Or	27) Street Address: 2001 EDMUND HALLEY DRIVE	
28) City: RESTON	29) State: VA	30) Zip Code: 20191	
31) Telephone Number: (703)433-4000		32) FAX Number: (703)433-4035	
33) E-Mail Address:			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name:	MI:	Last Name:	Suffix:
35) Company Name:			
36) P.O. Box:	And / Or	37) Street Address:	
38) City:	39) State:	40) Zip Code:	
41) Telephone Number:		42) FAX Number:	
43) E-Mail Address:			

Assignee/Transferee Information

44) The Assignee is a(n): Corporation			
45) FCC Registration Number (FRN): 0012468146			
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): S-N MERGER CORP.			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: ANTHONY TRAINI			
51) P.O. Box:	And / Or	52) Street Address: 401 9TH STREET, NW - SUITE 400	
53) City: WASHINGTON	54) State: DC	55) Zip Code: 20004	
56) Telephone Number: (202)585-1925		57) FAX Number: (202)585-1892	
58) E-Mail Address: TONY.TRAINI@MAIL.SPRINT.COM			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name:	MI:	Last Name:	Suffix:
60) Company Name:			
61) P.O. Box:	And / Or	62) Street Address:	
63) City:	64) State:	65) Zip Code:	
66) Telephone Number:		67) FAX Number:	
68) E-Mail Address:			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by	No
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the Commission? If 'Yes', attach exhibit explaining circumstances.	
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Fee Status

79) Is the applicant exempt from FCC application fees? No
80) Is the applicant exempt from FCC regulatory fees? Yes

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
Typed or Printed Name of Party Authorized to Sign			
81) First Name: ROBERT	MI: H	Last Name: MCNAMARA	Suffix:
82) Title: SENIOR COUNSEL			
Signature: ROBERT H MCNAMARA		83) Date: 02/08/05	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.* *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.

Typed or Printed Name of Party Authorized to Sign

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84) First Name: VONYA	MI: B	Last Name: MCCANN	Suffix:
85) Title: SENIOR VP, FEDERAL EXTERNAL AFFAIRS			
Signature: VONYA B MCCANN		86) Date: 02/08/05	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Frequency Number	92) Lower or Center Frequency (MHz)	93) Upper Frequency (MHz)	94) Constructed Yes / No	95) Assignment Indicator
WPOH416	YC						Yes	
WPRQ760	YC						No	
WPSA564	YC						No	
WPSA628	YC						No	
WPSA691	YC						No	
WPSA759	YC						No	
WPSA821	YC						No	
WPSA886	YC						No	
WPSA954	YC						No	
WPSB224	YC						No	
WPSB294	YC						No	
WPSB364	YC						No	
WPSB432	YC						No	
WPSB499	YC						No	
WPSB567	YC						No	
WPSB635	YC						No	
WPSB703	YC						No	
WPSB773	YC						No	
KNRS495	YX						Yes	
KNRS646	YX						Yes	
KNRS707	YX						Yes	
KNRS770	YX						Yes	
KNRS854	YX						Yes	
KNRT251	YX						Yes	
KNRT252	YX						Yes	
WPBN323	YX						Yes	
WPBN327	YX						Yes	
WPDB853	YX						Yes	
WPDF351	YX						Yes	

WPDF772	YX	Yes
WPDF773	YX	Yes
WPDF774	YX	Yes
WPDF775	YX	Yes
WPDF776	YX	Yes
WPDF777	YX	Yes
WPDF778	YX	Yes
WPDF779	YX	Yes
WPDF780	YX	Yes
WPDF781	YX	Yes
WPDF782	YX	Yes
WPDF783	YX	Yes
WPDF784	YX	Yes
WPDF785	YX	Yes
WPDF786	YX	Yes
WPDF787	YX	Yes
WPDF788	YX	Yes
WPDF789	YX	Yes
WPDF790	YX	Yes
WPDF791	YX	Yes
WPDF792	YX	Yes
WPDF793	YX	Yes
WPDF794	YX	Yes
WPDF795	YX	Yes
WPDF796	YX	Yes
WPDF797	YX	Yes
WPDF798	YX	Yes
WPDF799	YX	Yes
WPDF801	YX	Yes
WPDQ861	YX	Yes
WPDQ879	YX	Yes
WPDQ880	YX	Yes
WPDQ881	YX	Yes
WPDQ882	YX	Yes
WPDQ883	YX	Yes

**FCC Form 603
Schedule A**
**Schedule for Assignments of Authorization
and Transfers of Control in Auctioned Services**

 Approved by OMB
3060 - 0800
See instructions for public
burden estimate

Assignments of Authorization
1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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3) Certification Statements
For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

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Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

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Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

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Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control
4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
		EXHIBIT 1 REFERENCE TO	

Other	02/08/05	PUBLIC INTEREST STATEMENT	<u>0179939672032558567986280.pdf</u>
Other	02/08/05	EXHIBIT 2 RESPONSE TO QUESTION 80	<u>0179939682032558567986280.pdf</u>

Exhibit 1

Public Interest

Please refer to the public interest statement attached to the Transfer of Control Lead Application, under File Number 0002031766.

**FCC Form 603, Main Form, Question No. 80 –
Is the Applicant Exempt From FCC Regulatory Fees?**

The licenses that are the subject of this application are regulated under the rules pertaining to the Commercial Mobile Radio Service ("CMRS"). Pursuant to 47 C.F.R. § 1.1152, CMRS licensees pay a regulatory fee based on the number of telephone numbers or mobile unit counts in operation as of December 31 each year. Accordingly, submission of a Regulatory Fee is not required with this application.

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
		File Number: 0002040080

1) Application Purpose: **Transfer of Control**

2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.

File Number:

2b) File numbers of related pending applications currently on file with the FCC:

Type of Transaction3a) Is this a *pro forma* assignment of authorization or transfer of control? **No**3b) If the answer to Item 3a is 'Yes', is this a notification of a *pro forma* transaction being filed under the Commission's forbearance procedures for telecommunications licenses?

4) For assignment of authorization only, is this a partition and/or disaggregation?

5a) Does this filing request a waiver of the Commission rules?

If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. **No**

5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.

6) Are attachments being filed with this application? **Yes**7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? **Yes**7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? **Yes****Transaction Information**8) How will assignment of authorization or transfer of control be accomplished? **Sale or other assignment or transfer of stock**
If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.9) The assignment of authorization or transfer of control of license is: **Voluntary****Licensee/Assignor Information**10) FCC Registration Number (FRN): **0003293511**

11) First Name (if individual):

MI:

Last Name:

Suffix:

12) Entity Name (if not an individual): **NEXTEL OF CALIFORNIA, INC.**13) Attention To: **ROBIN J. COHEN**

14) P.O. Box:

And / Or

15) Street Address: **2001 EDMUND HALLEY DRIVE**16) City: **RESTON**17) State: **VA**18) Zip Code: **20191**19) Telephone Number: **(703)433-4000**20) FAX Number: **(703)433-4035**

21) E-Mail Address:

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN): 0003769890			
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): NEXTEL COMMUNICATIONS, INC.			
26) P.O. Box:	And / Or	27) Street Address: 2001 EDMUND HALLEY DRIVE	
28) City: RESTON		29) State: VA	30) Zip Code: 20191
31) Telephone Number: (703)433-4000		32) FAX Number: (703)433-4035	
33) E-Mail Address:			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name:	MI:	Last Name:	Suffix:
35) Company Name:			
36) P.O. Box:	And / Or	37) Street Address:	
38) City:		39) State:	40) Zip Code:
41) Telephone Number:		42) FAX Number:	
43) E-Mail Address:			

Assignee/Transferee Information

44) The Assignee is a(n): Corporation			
45) FCC Registration Number (FRN): 0012468146			
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): S-N MERGER CORP.			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: ANTHONY TRAINI			
51) P.O. Box:	And / Or	52) Street Address: 401 9TH STREET, NW - SUITE 400	
53) City: WASHINGTON		54) State: DC	55) Zip Code: 20004
56) Telephone Number: (202)585-1925		57) FAX Number: (202)585-1892	
58) E-Mail Address: TONY.TRAINI@MAIL.SPRINT.COM			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name:	MI:	Last Name:	Suffix:
60) Company Name:			
61) P.O. Box:	And / Or	62) Street Address:	
63) City:		64) State:	65) Zip Code:
66) Telephone Number:		67) FAX Number:	
68) E-Mail Address:			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by	No
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the Commission? If 'Yes', attach exhibit explaining circumstances.	
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Fee Status

79) Is the applicant exempt from FCC application fees? No
80) Is the applicant exempt from FCC regulatory fees? Yes

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
Typed or Printed Name of Party Authorized to Sign			
81) First Name: ROBERT	MI: H	Last Name: MCNAMARA	Suffix:
82) Title: SENIOR COUNSEL			
Signature: ROBERT H MCNAMARA		83) Date: 02/08/05	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.

Typed or Printed Name of Party Authorized to Sign

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84) First Name: VONYA	MI: B	Last Name: MCCANN	Suffix:
85) Title: SENIOR VP, FEDERAL EXTERNAL AFFAIRS			
Signature: VONYA B MCCANN		86) Date: 02/08/05	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Frequency Number	92) Lower or Center Frequency (MHz)	93) Upper Frequency (MHz)	94) Constructed Yes / No	95) Assignment Indicator
WNTT225	CF						Yes	
WNTT226	CF						Yes	
WNTT228	CF						Yes	
WNTT229	CF						Yes	
WNTT230	CF						Yes	
WNTT232	CF						Yes	
WNTT233	CF						Yes	
WNTT413	CF						Yes	
WNTT414	CF						Yes	
WNTT616	CF						Yes	
WNTT617	CF						Yes	
WNTT915	CF						Yes	
WNTT916	CF						Yes	
WNTT917	CF						Yes	
WNTT918	CF						Yes	
WNTT919	CF						Yes	
WNTT920	CF						Yes	
WNTT921	CF						Yes	
WNTT922	CF						Yes	
WNTU368	CF						Yes	
WNTU369	CF						Yes	
WNTU370	CF						Yes	
WNTU371	CF						Yes	
WNTU372	CF						Yes	
WNTU373	CF						Yes	
WNTU374	CF						Yes	
WNTU377	CF						Yes	
WNTU378	CF						Yes	
WNTW735	CF						Yes	